

# **EXHIBIT 1**

**STREUSAND | LANDON | OZBURN | LEMMON** LLP Sabrina L. Streusand  
(512) 236-9901  
streusand@slollp.com

November 5, 2018

Via Email: ray.schrock@weil.com  
Via Email: jacqueline.marcus@weil.com  
Via Email: garret.fail@weil.com  
Via Email: sunny.singh@weil.com

Ray C. Schrock  
Jacqueline Marcus  
Garret A. Fail  
Sunny Singh  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153

Re: Case No. 18-23538-rdd; *In re Sears Holdings Corporation*; in the United States Bankruptcy Court for the Southern District of New York (Jointly Administered under Case No. 18-23538-rdd) – **Notice of Reclamation**

To Whom It May Concern:

We represent Dell Marketing, L.P. (“Dell”). We understand that Sears Holdings Corporation (the “Debtor”) filed its petition for relief under chapter 11 of the Bankruptcy Code on October 15, 2018 (the “Petition Date”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).

Subject to section 362 of the Bankruptcy Code, Dell makes this demand for reclamation or payment without prejudice to any other rights and remedies available to it, at law or in equity, including, but not limited to, its right to an allowed administrative expense claim under section 503(b)(9) of the Bankruptcy Code in the amount of \$3,195.90 (as set forth in the invoices attached hereto as **Exhibit A**), its setoff rights under section 553 of the Bankruptcy Code and applicable state law, and its right to amend and supplement this demand and to serve and file additional demands or claims.

Further, pursuant to section 546(c) of the Bankruptcy Code, Dell hereby serves written demand on the Debtor for the reclamation of or immediate payment for all goods that were received by the Debtor from Dell within the forty-five (45) days preceding the Petition Date (the “Reclamation Period”). During the Reclamation Period, Dell delivered to the Debtor goods having an agreed-upon price totaling not less than \$175.99 as set forth in the invoice attached hereto as **Exhibit B**. The goods subject to this reclamation demand are certain computer products and peripherals (the “Products”).

Spyglass Point | 1801 South MoPac Expressway, Suite 320 | Austin, Texas 78746


**Exhibit 1**

November 5, 2018  
Page 2

Subject to the provisions of the automatic stay, Dell hereby requests that all Products subject to this reclamation demand be segregated and protected by the Debtor from any other goods in the Debtor's possession, custody or control. Dell further requests that Debtor provide an immediate accounting of all goods subject to this reclamation demand that remain on hand and the present location(s) of such Products. Those goods must not be used for any purpose whatsoever except those specifically authorized by the Bankruptcy Court following notice and a hearing on Dell's rights.

Thank you for your time and attention to this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,



Sabrina L. Streusand

SLS/alp  
Enclosures



DELL MARKETING L.P.  
One Dell Way  
Round Rock, TX 78682

FID Number: 74-2616805  
For Sales: (512)338-4400  
Customer Service: (512)338-4400  
Technical Support: (888)242-0938  
Dell Online: <http://www.dell.com>

# Invoice

**BILL TO:**

SEARS HOLDINGS CORP  
ELANGO RAMASAMY  
3333 BEVERLY RD  
HOFFMAN ESTATES, IL 60179-0001

**SHIP TO:**

SEARS HOLDINGS CORP  
DANNY GONZALEZ  
3333 BEVERLY RD  
HOFFMAN ESTATES, IL 60179-0001

PLEASE REVIEW DELL'S [TERMS & CONDITIONS](#) OF SALE AND [POLICIES](#), WHICH GOVERN THIS TRANSACTION  
VIEW YOUR ORDER DETAILS [ONLINE](#)

<b>Invoice No:</b>	<b>10266060914</b>	<b>Customer No:</b>	<b>124690493</b>	<b>Order No:</b>	<b>397895144</b>	<b>Page 1 of 1</b>
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Purchase Order:	PO875354	Waybill Number:	1ZR5A1460308250347
Payment Terms:	Due 60 days from invoice date	Order Date:	08/21/2018
Due Date:	11/10/2018	Sales Rep:	BRITT_SADLER
Invoice Date:	09/11/2018	Shipped Via:	UPS

Item Number	Description	Qty	Unit	Unit Price	Amount
400-AHJG	Dell 7200RPM Serial ATA Hard Drive - 1 TB	1	EA	102.95	102.95



FOR SHIPMENTS TO CALIFORNIA, A STATE ENVIRONMENTAL FEE OF UP TO \$7 PER ITEM WILL BE ADDED TO INVOICES FOR ALL ORDERS CONTAINING A DISPLAY GREATER THAN 4 INCHES. THIS RECEIVABLE HAS BEEN SOLD TO DELL MARKETING L.P. AND TRANSFERRED TO THE DELL MARKETING MASTER TRUST.

		USD
<b>Sub-Total:</b>	\$	102.95
<b>Ship. &amp;/or Handling:</b>	\$	6.99
<b>ENVIRO FEE:</b>	\$	0.00
<b>Taxable:</b>		
\$ 0.00	<b>Tax:</b>	
<b>Non-Taxable:</b>	\$	0.00
\$ 109.94		
<b>Invoice Total:</b>	\$	109.94



DETACH AT LINE AND RETURN WITH PAYMENT

Invoice No: 10266060914

Customer Name: SEARS HOLDINGS CORP

Customer No: 124690493

PO No: PO875354

Order Number: 397895144

**Make check payable / remit to :**

Dell Marketing L.P.  
C/O Dell USA L.P.  
PO Box 802816  
Chicago, IL 60680-2816

		USD
<b>Sub-Total:</b>	\$	102.95
<b>Ship. &amp;/or Handling:</b>	\$	6.99
<b>ENVIRO FEE:</b>	\$	0.00
<b>Taxable:</b>		
\$ 0.00	<b>Tax:</b>	
<b>Non-Taxable:</b>	\$	0.00
\$ 109.94		
<b>Invoice Total:</b>	\$	109.94
<b>Balance Due:</b>	\$	109.94
<b>Amount Enclosed:</b>		

0102660609140000000010994000001246904934

# Proof of Delivery

Dear Customer,

This notice serves as proof of delivery for the shipment listed below.

**Tracking Number**

1ZR5A1460308250347

**Weight**

0.50 LBS

**Service**

UPS Ground

**Shipped / Billed On**

09/07/2018

**Delivered On**

09/11/2018 10:10 A.M.

**Delivered To**

HOFFMAN ESTATES, IL, US

**Received By**

TETREV

**Left At**

Dock

Thank you for giving us this opportunity to serve you. Details are only available for shipments delivered within the last 120 days. Please print for your records if you require this information after 120 days.

Sincerely,

UPS

Tracking results provided by UPS: 11/01/2018 3:42 P.M. EST

**Exhibit 1**



DELL MARKETING L.P.  
One Dell Way  
Round Rock, TX 78682

FID Number: 74-2616805  
For Sales: (512)338-4400  
Customer Service: (512)338-4400  
Technical Support: (888)242-0938  
Dell Online: <http://www.dell.com>

# Invoice

**BILL TO:**

SEARS HOLDINGS CORP  
ACCOUNTS PAYABLE  
3333 BEVERLY RD  
SEARS  
HOFFMAN ESTATES, IL 60179-0001

**SHIP TO:**

HOFFMAN ESTATES - G RECV DOCK  
X BRIAN CHESNICK  
3333 BEVERLY RD  
DANIEL GONZALES  
HOFFMAN ESTATES, IL 60179-0001

PLEASE REVIEW DELL'S TERMS & CONDITIONS OF SALE AND POLICIES, WHICH GOVERN THIS TRANSACTION  
VIEW YOUR ORDER DETAILS ONLINE

<b>Invoice No:</b>	<b>10267734555</b>	<b>Customer No:</b>	<b>124690493</b>	<b>Order No:</b>	<b>SEE BELOW</b>	<b>Page 1 of 2</b>
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Purchase Order: PO874765  
Payment Terms: Due 60 days from invoice date  
Due Date: 11/18/2018  
Invoice Date: 09/19/2018  
Waybill Number: 1ZR5X7480311450643

Order Date: 08/20/2018  
Sales Rep: BRITT\_SADLER  
Shipped Via: SEE BELOW  
Customer Agreement No:  
Contract Number:

Item Number	Description	Qty	Unit	Unit Price	Amount
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**SHIP TO:**

HOFFMAN ESTATES - G RECV DOCK  
X BRIAN CHESNICK  
3333 BEVERLY RD  
DANIEL GONZALES  
HOFFMAN ESTATES, IL 60179-0001

FOR SHIPMENTS TO CALIFORNIA, A STATE ENVIRONMENTAL FEE OF UP TO \$7 PER ITEM WILL BE ADDED TO INVOICES FOR ALL ORDERS CONTAINING A DISPLAY GREATER THAN 4 INCHES. THIS RECEIVABLE HAS BEEN SOLD TO DELL MARKETING L.P. AND TRANSFERRED TO THE DELL MARKETING MASTER TRUST.

		USD
<b>Sub-Total:</b>	\$	3,012.00
<b>Ship. &amp;/or Handling:</b>	\$	73.96
<b>ENVIRO FEE:</b>	\$	0.00
<b>Taxable:</b>		
\$ 0.00	<b>Tax:</b>	
<b>Non-Taxable:</b>	\$	0.00
\$ 3,085.96		
<b>Invoice Total:</b>	\$	3,085.96

**DETACH AT LINE AND RETURN WITH PAYMENT**

Invoice Number: 10267734555  
Customer Name: SEARS HOLDINGS CORP  
Customer Number: 124690493  
Purchase Order: PO874765

**Make check payable / remt to :**

Dell Marketing L.P.  
C/O Dell USA L.P.  
PO Box 802816  
Chicago, IL 60680-2816

		USD
<b>Sub-Total:</b>	\$	3,012.00
<b>Ship. &amp;/or Handling:</b>	\$	73.96
<b>ENVIRO FEE:</b>	\$	0.00
<b>Taxable:</b>		
\$ 0.00	<b>Tax:</b>	
<b>Non-Taxable:</b>	\$	0.00
\$ 3,085.96		
<b>Invoice Total:</b>	\$	3,085.96
<b>Balance Due:</b>	\$	3,085.96
<b>Amount Enclosed:</b>		

0102677345550000000308596000001246904936

**DELLEMC**DELL MARKETING L.P.  
One Dell Way  
Round Rock, TX 78682FID Number: 74-2616805  
For Sales: (512)338-4400  
Customer Service: (512)338-4400  
Technical Support: (888)242-0938  
Dell Online: <http://www.dell.com>**Invoice****BILL TO:**SEARS HOLDINGS CORP  
ACCOUNTS PAYABLE  
3333 BEVERLY RD  
SEARS  
HOFFMAN ESTATES, IL 60179-0001**SHIP TO:**HOFFMAN ESTATES - G RECV DOCK  
X BRIAN CHESNICK  
3333 BEVERLY RD  
DANIEL GONZALES  
HOFFMAN ESTATES, IL 60179-0001PLEASE REVIEW DELL'S TERMS & CONDITIONS OF SALE AND POLICIES, WHICH GOVERN THIS TRANSACTION  
VIEW YOUR ORDER DETAILS ONLINE

<b>Invoice No:</b>	<b>10267734555</b>	<b>Customer No:</b>	<b>124690493</b>	<b>Order No:</b>	<b>SEE BELOW</b>	<b>Page 2 of 2</b>
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Purchase Order:	PO874765	Order Date:	08/20/2018
Payment Terms:	Due 60 days from Invoice date	Sales Rep:	BRITT_SADLER
Due Date:	11/18/2018	Shipped Via:	SEE BELOW
Invoice Date:	09/19/2018	Customer Agreement No:	
Waybill Number:	1ZR5X7480311450643	Contract Number:	

Item Number	Description	Qty	Unit	Unit Price	Amount	
		TAX AMT				
		\$	0.00			
		ENVIRO FEE				
		\$	0.00			
	METHOD: FEDERAL EXPRESS		CHARGES: \$	59.97		
	WAYBILLS:461347793332923, 461347793332930, 461347793332954					
	METHOD:		CHARGES: \$	13.99		
	WAYBILLS:1ZR5X7480311450643					
	210-AKKH	Dell Latitude 5480 XCTO	3	EA	895.00	2,685.00
		System Service Tags:30YNLQ2, CZXNLQ2, D0YNLQ2				
452-BDDV	Kit-Dell Dock WD15,US,130W,1.1C,MDP	3	EA	109.00	327.00	

Order Number(s): 397336156, 397336164



November 2, 2018

Dear Customer:

The following is the proof-of-delivery for tracking number **461347793332923**.

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**Delivery Information:**

<b>Status:</b>	Delivered	<b>Delivery location:</b>	Hoffman Estates, IL
<b>Signed for by:</b>	DBRADFORD	<b>Delivery date:</b>	Sep 20, 2018 10:31
<b>Service type:</b>	FedEx Ground		
<b>Special Handling:</b>			

Signature image is available. In order to view image and detailed information, the shipper or payor account number of the shipment must be provided.

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**Shipping Information:**

<b>Tracking number:</b>	461347793332923	<b>Ship date:</b>	Sep 19, 2018
		<b>Weight:</b>	5.7 lbs/2.6 kg

**Recipient:**  
HOFFMAN ESTATES, IL US

**Shipper:**  
CHICAGO, IL US

<b>Reference</b>	none
<b>Purchase order number:</b>	PO874765
<b>Shipment Id</b>	461347793332923
<b>Invoice number</b>	PLAN.1039933580-1_DAO

Thank you for choosing FedEx.





November 2, 2018

Dear Customer:

The following is the proof-of-delivery for tracking number **461347793332930**.

---

**Delivery Information:**

<b>Status:</b>	Delivered	<b>Delivery location:</b>	Hoffman Estates, IL
<b>Signed for by:</b>	DBRADFORD	<b>Delivery date:</b>	Sep 20, 2018 10:31
<b>Service type:</b>	FedEx Ground		
<b>Special Handling:</b>			

Signature image is available. In order to view image and detailed information, the shipper or payor account number of the shipment must be provided.

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**Shipping Information:**

<b>Tracking number:</b>	461347793332930	<b>Ship date:</b>	Sep 19, 2018
		<b>Weight:</b>	5.7 lbs/2.6 kg

**Recipient:**  
HOFFMAN ESTATES, IL US

**Shipper:**  
CHICAGO, IL US

<b>Reference</b>	none
<b>Purchase order number:</b>	PO874765
<b>Shipment Id</b>	461347793332930
<b>Invoice number</b>	PLAN.1039933580-2_DAO

Thank you for choosing FedEx.



November 2, 2018

Dear Customer:

The following is the proof-of-delivery for tracking number **461347793332954**.

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**Delivery Information:**

<b>Status:</b>	Delivered	<b>Delivery location:</b>	Hoffman Estates, IL
<b>Signed for by:</b>	DBRADFORD	<b>Delivery date:</b>	Sep 20, 2018 10:31
<b>Service type:</b>	FedEx Ground		
<b>Special Handling:</b>			

Signature Image is available. In order to view image and detailed information, the shipper or payor account number of the shipment must be provided.

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**Shipping Information:**

<b>Tracking number:</b>	461347793332954	<b>Ship date:</b>	Sep 19, 2018
		<b>Weight:</b>	5.7 lbs/2.6 kg

**Recipient:**  
HOFFMAN ESTATES, IL US

**Shipper:**  
CHICAGO, IL US

<b>Reference</b>	none
<b>Purchase order number:</b>	PO874765
<b>Shipment Id</b>	461347793332954
<b>Invoice number</b>	PLAN.1039933580-3_DAO

Thank you for choosing FedEx.



DELL MARKETING L.P.  
One Dell Way  
Round Rock, TX 78682

FID Number: 74-2616805  
For Sales: (512)338-4400  
Customer Service: (512)338-4400  
Technical Support: (888)242-0938  
Dell Online: <http://www.dell.com>

**Invoice****BILL TO:**

SEARS HOLDINGS CORP  
ACCOUNTS PAYABLE  
3333 BEVERLY RD  
SEARS  
HOFFMAN ESTATES, IL 60179-0001

**SHIP TO:**

HOFFMAN ESTATES - G RECV DOCK  
X ANTHONY SHOEMAK  
3333 BEVERLY RD  
ASHOK UTHAMAN  
HOFFMAN ESTATES, IL 60179-0001

PLEASE REVIEW DELL'S TERMS & CONDITIONS OF SALE AND POLICIES, WHICH GOVERN THIS TRANSACTION  
VIEW YOUR ORDER DETAILS ONLINE

<b>Invoice No:</b>	<b>10268976909</b>	<b>Customer No:</b>	<b>124690493</b>	<b>Order No:</b>	<b>408612413</b>	<b>Page 1 of 1</b>
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Purchase Order:	PO888521	Waybill Number:	1ZR5X7480312617873
Payment Terms:	Due 60 days from invoice date	Order Date:	09/24/2018
Due Date:	11/25/2018	Sales Rep:	BRITT_SADLER
Invoice Date:	09/26/2018	Shipped Via:	

Item Number	Description	Qty	Unit	Unit Price	Amount
331-6304	E-Port Plus, 130W Advanced Port Replicator, USB 3.0 for Latitude E-Family, Customer Kit	1	EA	175.99	175.99



FOR SHIPMENTS TO CALIFORNIA, A STATE ENVIRONMENTAL FEE OF UP TO \$7 PER ITEM WILL BE ADDED TO INVOICES FOR ALL ORDERS CONTAINING A DISPLAY GREATER THAN 4 INCHES. THIS RECEIVABLE HAS BEEN SOLD TO DELL MARKETING L.P. AND TRANSFERRED TO THE DELL MARKETING MASTER TRUST.

		USD
<b>Sub-Total:</b>	\$	175.99
<b>Ship. &amp;/or Handling:</b>	\$	0.00
<b>ENVIRO FEE:</b>	\$	0.00
<b>Taxable:</b>		
\$ 0.00	<b>Tax:</b>	
<b>Non-Taxable:</b>	\$	0.00
\$ 175.99		
<b>Invoice Total:</b>	\$	175.99



## DETACH AT LINE AND RETURN WITH PAYMENT

Invoice No: 10268976909  
Customer Name: SEARS HOLDINGS CORP  
Customer No: 124690493  
PO No: PO888521  
Order Number: 408612413

Make check payable / remit to :  
Dell Marketing L.P.  
C/O Dell USA L.P.  
PO Box 802816  
Chicago, IL 60680-2816

		USD
<b>Sub-Total:</b>	\$	175.99
<b>Ship. &amp;/or Handling:</b>	\$	0.00
<b>ENVIRO FEE:</b>	\$	0.00
<b>Taxable:</b>		
\$ 0.00	<b>Tax:</b>	
<b>Non-Taxable:</b>	\$	0.00
\$ 175.99		
<b>Invoice Total:</b>	\$	175.99
<b>Balance Due:</b>	\$	175.99
<b>Amount Enclosed:</b>		

0102689769090000000017599000001246904934

# Proof of Delivery

Dear Customer,

This notice serves as proof of delivery for the shipment listed below.

**Tracking Number**

1ZR5X7480312617873

**Weight**

4.60 LBS

**Service**

UPS Ground

**Shipped / Billed On**

09/24/2018

**Delivered On**

09/26/2018 9:39 A.M.

**Delivered To**

HOFFMAN ESTATES, IL, US

**Received By**

HERNANDEZ

**Left At**

Dock

Thank you for giving us this opportunity to serve you. Details are only available for shipments delivered within the last 120 days. Please print for your records if you require this information after 120 days.

Sincerely,

UPS

Tracking results provided by UPS: 11/01/2018 4:49 P.M. EST

**Exhibit 1**